#7 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

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BOB LAYTON

THE DEATH OF AN AVENGER! THE X-MEN'S GREATEST BATTLE! AND, INTRODUCING THE ALL-NEW

SPIDER-WOMAN!

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Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! On one side stand the villainous forces of *Doctor Doom*. Against them stand the Super Heroes commanded by *Captain America*. The *X-Men* and *Magneto* form a third force, allied with the other heroes yet separated from them by mutual suspicion and mistrust. Meanwhile, the mighty *Galactus* seemingly threatens to destroy them all! Now, as tension grows, a *new* combatant joins the conflict!

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

BERSERKER!

ON THE OUTSKIRTS OF THE ALIEN VILLAGE WHERE CAPTAIN AMERICA AND HIS FORCES HAVE TAKEN REFUGE, A MYSTERIOUS, FURTIVE FIGURE SUDDENLY STEPS OUT OF THE SHADOWS INTO THE LIGHT!

HEY! WHO ARE YOU?

I'M SPIDER-WOMAN!

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HEY, EVERYBODY! LOOK WHAT I FOUND!

A GIRL!

HELLO, EVERYBODY! I'M *SPIDER-WOMAN!*

YOU SPEAK ENGLISH! YOU'RE FROM EARTH--!

BUT YOU'RE A DIFFERENT LADY THAN THE SPIDER-WOMAN WE KNEW!

HOW'D SHE *GET* HERE?

THE BEYONDER USED FRAGMENTS OF MANY PLANETS TO BUILD THIS WORLD--I ASSUME YOU WERE *ON* ONE OF THEM!

A WHOLE SUBURB OF DENVER! WE JUST SUDDENLY FOUND OURSELVES HERE!

WHO...OR *WHAT* IS THE BEYONDER?

HE'S THE DUDE WHO BROUGHT US HERE--US AND SOME HEAVY-DUTY BAD GUYS--TO *FIGHT!* GUESS HE WAS BORED ONE DAY...

I SAW EVIDENCE OF THE FIGHTING! THAT'S ONE REASON I TRACKED YOU HERE! I WANT TO HELP!

WHAT MAKES YOU THINK *YOU* CAN HELP *US?*

WELL, I'M *STRONG!*

HMM... THAT YOU ARE... BUT...

BUT YOU'RE WORRIED THAT I'M A SPY, RIGHT--? ONE OF THE BAD GUYS, HERE TO STAB YOU IN THE BACK!

NO! I DON'T THINK DOOM WOULD BOTHER WITH TREACHERY! HE'S GOT TOO MUCH RAW POWER AT HIS BECK AND CALL!

SHE TOSSED THAT BOULDER AS EASILY AS I COULD HAVE... AT *LEAST!* I WONDER IF SHE STICKS TO WALLS, TOO!

AND I WONDER IF I CAN *SUE* HER FOR INFRINGING ON MY SCHTICKS! I SHOULD HAVE GOTTEN A PATENT OR TRADEMARK OR SOMETHING...

ACTUALLY, MISS, WHAT I WAS GOING TO SAY IS THAT STRENGTH IS NOT ENOUGH! LOOK, THIS LITTLE WAR IS DANGEROUS BUSINESS...

I SUSPECT THAT IT'S NO LESS DANGEROUS FOR THE SPECTATORS, CAPTAIN AMERICA-- I MIGHT AS WELL PITCH IN!

HEY, WHAT'S THAT *NOISE*?

THE GROUND'S SHAKING--! AS IF SOMETHING BIG WERE RUMBLING TOWARDS US!

SUDDENLY...

EEYOW--! *LOOK OUT!*

KA-BOOM!

GET THE VILLAGERS OUT OF ITS PATH! *MOVE!*

THOOM!

HEY, YOU JERKS! HERE'S A PRESENT FOR YA--FROM THE *WRECKING CREW!*

CATCH!

IT'S THE *WASP!*

JANET! JAN--!

THEY MUST HAVE FOUND HER OUT THERE SOMEWHERE --ALONE!

HOW BAD IS IT?

IT LOOKS LIKE SHE'S BEEN *SHOT!* AND THAT FALL-- THE WAY SHE LANDED--!

GET HER TO THE *HEALER'S* HUT! MAYBE SHE CAN DO SOMETHING!

SHE'S NOT BREATHING--! NO PULSE, EITHER! ZSAJI, PLEASE HELP HER!

SHE DOESN'T DIG THE WORDS YOU'RE SAYING, SHE-HULK, BUT I THINK SHE GETS THE DRIFT!

IF ANY-ONE CAN HELP HER, IT'S ZSAJI!

HELP HER, ZSAJI--! BRING HER BACK...

WHERE ARE YOU *GOING?* GET BACK HERE AND *HELP* HER! DO YOU HEAR ME?!

NO ONE...CAN HELP HER NOW, SHE-HULK!

SHE'S... DEAD!

SECONDS LATER, OUTSIDE...

THEY WON'T GET AWAY WITH THIS!

THEY'RE GOING TO PAY... ALL OF DOOM'S TOADIES! ESPECIALLY THE WRECKING CREW!

LET'S GO GET 'EM!

AYE!

NO!

NOW, *LISTEN* TO ME--! WHILE WE'RE OFF GETTING EVEN, WHAT IF GALACTUS STARTS TO *USE* THAT WORLD-EATING MACHINE HE'S BUILDING UP ON THAT MOUNTAIN? THEN EVERY LIVING THING ON THIS WORLD--INCLUDING THESE INNOCENT VILLAGERS AND ALL THOSE PEOPLE FROM THAT SUBURB OF DENVER WILL DIE!

WE'VE GOT TO STAY RIGHT HERE, READY TO ATTACK HIM! WE MAY HAVE ONLY SECONDS TO REACT WHEN IT BEGINS!

WHY WAIT? LET'S HIT GALACTUS *NOW!* THEN WE'LL GO CRUSH THOSE OTHER MURDEROUS SCUM!

OF COURSE ATTACKING GALACTUS IS A LOT LIKE SUICIDE!

BAH! LET'S FIGHT IT OUT AND SEE!

MAYBE DOOM'S *TRYING* TO GOAD US INTO SLUGGING IT OUT WITH GALACTUS!

AYE...AND ONCE THE VICTORS--OR VICTOR--EMERGED, BONE-WEARY AND BLOODIED, DOOM WOULD ATTACK, GIVING NO QUARTER!

BUT... IT'S GOING TO COME TO THAT ANY-WAY!

MAYBE... BUT WE'RE GOING TO WAIT AND SEE!

I WANT THEIR HIDES AS MUCH AS ANY OF YOU... AND I SWEAR, IF WE GET THE SLIGHTEST CHANCE--!

RIGHT NOW, WE DARE NOT SQUANDER AN OUNCE OF OUR STRENGTH!

MEANWHILE, HALF A WORLD AWAY, THREE OF THE X-MEN ROCKET HOMEWARD...

WATCH WHERE YOU'RE GOIN', SUMMERS! THOSE AIN'T SPARKLERS OUT THERE!

QUIET, WOLVERINE! PROFESSOR X IS COMMUNICATING TELEPATHICALLY WITH ME!

IT IS REMARKABLE THAT YOU, WOLVERINE, AND ROGUE WERE ABLE TO DRIVE AWAY FOUR OF DOOM'S MOST POWERFUL LACKEYS! WELL DONE, CYCLOPS!

THANK YOU, SIR! WOLVERINE SUSTAINED MINOR INJURIES -- FOR HIM, ANYWAY! NO SWEAT, GIVEN HIS RECUPERATIVE POWERS!

WE'LL BE BACK AT MAGNETO'S FORTRESS IN APPROXIMATELY EIGHTY-TWO MINUTES!

NEGATIVE! CHANGE COURSE AND PURSUE DOOM'S TASK FORCE! NIGHTCRAWLER, STORM, MAGNETO AND I ARE BOARDING A SECOND SKYCRAFT EVEN NOW--!

WE HAVE A CHANCE TO TRAP THE MOLECULE MAN, TITANIA, THE ABSORBING MAN, AND DOCTOR OCTOPUS BEFORE THEY CAN REJOIN THEIR ALLIES! WE MUST NOT LET IT SLIP AWAY!

WE SHALL CONVERGE WITH YOU AND INTERCEPT THE TARGET CRAFT!

AT THAT MOMENT...

HOW'S THE WIMP?

WHY? DON'T TELL ME YOU GIVE A RAT'S PATOOT!

NAH! JUST MAKIN' CONVER-SATION, LEGS!

WELL, LET'S SEE... HEY, MOLECULE MAN! HEY, MILKSOP!

MAN, HE'S OUT COLD!

WHAT DO YOU EXPECT, TITANIA? THE WAY WOLVERINE SLICED HIM OPEN, HE'S LUCKY TO BE ALIVE! YOU AND THE ABSORBING MAN HAD BETTER SEE TO IT THAT HE DOESN'T DIE--OR DOOM WILL HAVE YOU DISINTEGRATED!

BUT HE'LL *FORGIVE* YOU, HUH, OCTOPUS? FAT CHANCE! DRIVE FASTER, JERK!

AND, HUNDREDS OF MILES AWAY, IN THE VAST FOR-TRESS CALLED **DOOMBASE**--

--THE PLEAS OF A DISTRAUGHT **VOLCANA** FALL ON UNSYMPATHETIC EARS...

KLAW! MY LITTLE OWIE IS HURT! HE NEEDS ME! I'VE GOT TO GO TO HIM!

I CAN'T HELP YOU, MY PLUMP PRETTY! I'M MAD AS A *LOON!*

LOON! OON, OON, OON!

ENCHANTRESS! YOU'RE A SORCERESS! YOU COULD USE YOUR MAGIC TO TRANS-PORT ME TO MY OWEN!

YES... BUT WHY WOULD I, MORTAL?

WELL... BECAUSE... BECAUSE I *NEED* YOU TO! I CAN'T FLY A SHIP! I--I DON'T EVEN HAVE A DRIVER'S LICENSE FOR A CAR! *ULTRON* WON'T HELP ME--! HE ONLY TAKES ORDERS FROM DOOM!

IT TAKES MUCH ENERGY TO TRANS-PORT A BODY AS... *BLOATED* AS YOURS! I CANNOT BE BOTHERED!

PLEASE... I BEG YOU!
HOW AMUSING! AND NEXT, DOUBTLESS, YOU SHALL TRY THREATENING ME!
IF I DO THIS THING FOR YOU, THERE WILL, OF COURSE, BE A *PRICE*...
NAME IT! *ANYTHING!*
RASH WORDS, MORTAL WENCH... AND LATER, YOU SHALL DEEPLY REGRET THEM!
POOF!
OH, YES--! YES, *INDEED!*
AND...
HEY!
OWEN! *OWEN!*
VOLCANA! HOW'D YOU GET HERE?
I MADE A DEAL WITH THE ENCHANTRESS!
WHAT?!!
GIRL, EVER SINCE WE WERE KIDS BACK IN COLORADO YOU'VE DONE A LOT OF STUPID THINGS OVER A LOT OF WIMPY MAMA'S BOYS, BUT THIS TAKES THE CAKE!
OH, SHUT UP, SKEETER!
OWIE, MY POOR CUDDLY-WUDDLY BABY! I'M HERE, DARLING! I'M GOING TO KEEP YOU AL! WARM AND SAFE TILL WE GET ; OME... THEN DOCTOR DOOM OR *SOMEBODY* WILL MAKE YOU ALL BETTER!
GEEZ, VOLCANA, THE WAY YOU BABY THAT TWERP--! BY THE WAY--IT'S *TITANIA*, NOW --EVEN TO YOU! GOT IT?
WHOEVER YOU ALL ARE BACK THERE, BRACE YOURSELVES FOR EVASIVE MANEUVERS! WE'RE UNDER *ATTACK!*

KWA-BOOM!

WE'RE GOING TO CRASH! HOLD ON!

SECONDS LATER...

NICE EVASIVE MA-NOOVRIN', OCK!

SHUT UP! HOW IS HE, VOLCANA?

STABLE, I GUESS... NOT BLEEDING ANYMORE! OH, MY POOR, POOR OWIE!

EXCELLENT! WE HAVE TIME TO *KILL* THESE ANNOYING DOLTS, THEN!

FIRST TIME YOU EVER SAID ANYTHIN' I LIKE, OCK! SOON AS I ABSORB THE PROPERTIES OF THESE HERE ROCKS, I'M READY!

I GET THE ONE WITH THE CLAWS!

NIGHTCRAWLER! BE CAREFUL! MY OPTIC BLASTS ARE RICOCHETING!

I SEE! I DO NOT QUITE *BELIEVE*, THOUGH! INCREDIBLE!

ROGUE! MY LORD--!

DUMB BROAD *ALWAYS* LEADS WITH HER CHIN!

TELL ME, MAGNETO, WHAT'S SCUM LIKE YOU DOIN' HANGIN' AROUND WITH THE X-MEN? SURE, THEY'RE OUTLAWS--BUT I THOUGHT YOU WAS *BIG* TIME!

YOU GOT MASS MURDER RAPS, MANSLAUGHTER, TERRORISM, WHAT ELSE? PROBABLY EVERYTHING!

YOU'RE ONE OF *US!*

ON SECOND THOUGHT, A CREAMPUFF LIKE YOU *BELONGS* WITH THEM LOSERS!

YOU WILL *PAY* FOR THIS INSOLENCE!

ALMOST *GOT* YOU! SOONER OR LATER...

STORM! DANGER BELOW YOU!

TRY AS I MIGHT, I CANNOT PIERCE OUR ENEMIES' MINDS! THE ENCHANTRESS HAS SEALED THEM AGAINST ME! I'VE GOT TO CONCENTRATE ON COORDINATING OUR ATTACK--

--BUT THE NOISE, THE CONFUSION! IT IS OVER-WHELMING!

C'MERE, RUNT!

OUTTA MY WAY!

AHHH! M-MY ARM!

STORM!

YOU LITTLE *SLIME--!*

CYCLOPS! STOP HER!

ARRGH!

GEEZ--!

SHRAKK!

WOLVERINE *LIVES!* WE REACTED IN TIME!

MAGNETO! AID STORM AGAINST DOCTOR OCTOPUS! AT *ONCE!*

URFF! YOU SNEAKY--!

STORM! YOU MUST IMMEDIATELY CREATE RAIN AND FRIGID TEMPERATURES AROUND WOLVERINE--THEN STRIKE WITH ALL POSSIBLE FORCE AGAINST *TITANIA! HURRY--!*

Y'ALL ARE STRONGER THAN AH AM BUT AH'VE GOT ALL THESE CHARMIN' *WARRIOR SKILLS--!* THAT'S NOT SNEAKY, THAT'S SMART FIGHTIN'!

AND IT'S ABOUT TIME AH USED MY HEAD--OTHER THAN FOR WORRYIN' ABOUT WHICH SIDE AH SHOULD BE ON!

AH ALREADY *MADE* MAH CHOICE WHEN AH JOINED THE X-MEN AND AH'M STICKIN' WITH IT--MOSTLY 'CAUSE WAFFLIN' WAS GETTING ME MAH FACE BASHED IN A LOT!

GAHH!

THIS ISN'T WORKING OUT! WE'VE GOT TO GET *OUT* OF HERE!

OCTOPUS! TITANIA! ABSORBING MAN! LET'S *RUN* FOR IT!

I'LL COVER US!

MAGNETO! ROGUE! ERECT THESE STONES! SHIELD US! STORM--!

COLD WINDS AND RAIN! I *KNOW!*

HOLD ON! SHE CAN'T KEEP THIS UP FOR LONG!

NEITHER CAN WE!

BAH! THIS IS NO CHALLENGE FOR MY MAGNETIC PROWESS!

AH'M GLAD TO HEAR THAT!

THEY GOT CLEAN AWAY! WE BLEW IT!

PERHAPS...BUT WE LOST NOTHING, SAVE ONE OF OUR SHIPS --WHICH MATTERS LITTLE--

--AND WE GAINED MUCH! WE COALESCED AS A FIGHTING UNIT PASSING OUR GREATEST TEST TO DATE AND I THINK WE *PROVED* OURSELVES--BEYOND A DOUBT!

AND *I* THINK IT WAS YOU, PROFESSOR WHO WERE TESTED--AND THOUGH WE DID WELL TODAY, I, FOR ONE, STILL HAVE MANY DOUBTS ABOUT YOUR ABILITY TO LEAD US IN COMBAT!

AT THAT MOMENT, INSIDE THE ENORMOUS CONSTRUCT THAT IS THE HOMEWORLD OF GALACTUS--

--A LONE **INTRUDER** CONDUCTS AN INCREASINGLY DESPERATE SEARCH...

DOCTOR DOOM-- A BURGLAR! RUMAGING ABOUT IN ANOTHER BEING'S HOME, SEEKING TO STEAL SOME PRICELESS THING!

BAH! WHAT CHOICE DO I HAVE? I NEED A KEY, A **WAY**--!

MY ARMOR'S SENSORS HAVE LED ME TO PRIZE AFTER PRIZE-- HUNDREDS, **THOUSANDS** OF DEVICES WHICH, IN THE HANDS OF A MAN AS BRILLIANT AS MYSELF COULD PROVIDE POWER TO CONQUER ENTIRE GALAXIES--!

YET, ALL OF THEM COMBINED ARE NOT ENOUGH TO DEFEAT GALACTUS-- LET ALONE THE **BEYONDER!**

THERE **MUST** BE A WAY! DOOM MUST BE SUPREME!

TOO MUCH **TIME**--! HOW MUCH LONGER CAN GALACTUS FAIL TO SENSE MY PRESENCE?

AM I AFRAID?

NO! NO, IT IS MERELY EXCITEMENT! FEAR IS FOR LESSER MEN! I-- I SHALL PRESS ON!

AND, ON THE PLANET'S SURFACE, FAR BELOW, GALACTUS ALSO PERSEVERES IN HIS ENDEAVORS, THOUGH PLAGUED BY A VAGUE FEELING OF UNEASE...

HE PAUSES, LOOKING AROUND-- SENSING THE ENTIRE WORLD AND EVERYTHING UPON IT AT ONCE!

VOLCANIC ERUPTIONS FIFTEEN THOUSAND MILES AWAY ATTRACT HIS NOTICE. THEY ARE **SPREADING**, GROWING EVER MORE VIOLENT.

HE SIGHS. IT SEEMS HE MUST TAKE TIME TO **REPAIR** THIS DAMAGED PLANET BEFORE DEVOURING IT! A NUISANCE...

HIS CONCERN ABOUT THE VOLCANIC UPHEAVALS **NEARLY** CAUSES HIM TO OVERLOOK ANOTHER MATTER OF SEEMINGLY RELATIVE INSIGNIFICANCE...

BUT, NO, SOMETHING **ELSE** TROUBLES HIM AS WELL -- A SENSE OF SOMETHING OUT OF PLACE, SOMEWHERE IN HIS HOME. SOMETHING SMALL...

PINPOINTING THE ANOMALY...

--HE SEIZES IT--

--AND EXPELS IT.

HE IS NOT GENTLE.

SATISFIED--

--HE TURNS HIS ATTENTION TOWARD QUELLING THE MASSIVE ERUPTIONS.

SOMETIME LATER, AT DOOMBASE...

YOU CAN HELP HIM, OCTOPUS! YOU'RE A *DOCTOR*, AREN'T YOU?

I'M A *NUCLEAR PHYSICIST*, VOLCANA, NOT AN M.D.! I'LL TAKE HIM TO HIS CHAMBERS--THEN HE'S YOUR PROBLEM...AND *DOOM'S*, IF HE EVER RETURNS!

ULTRON! CAN'T YOU DO SOMETHING?

THERE ARE ALIEN MEDICAL MACHINES IN THE CENTRAL INFIRMARY! I AM CAPABLE OF OPERATING THEM! HOWEVER, I MUST HAVE ORDERS FROM DOCTOR DOOM TO DO SO!

COME *ON!* YOU *KNOW* HE'D WANT YOU TO HELP OWEN!

I ACT ONLY UPON ORDERS FROM DOOM!

I COULD HEAL YOUR LITTLE FRIEND WITH BUT A WAVE OF MY HAND...

...FOR A PRICE!

YOU FILTHY--! WHAT DO YOU *WANT* FROM ME?

WHY, NOTHING! YOU HAVE ALREADY BARGAINED AWAY ALL YOU POSSESS, FOOLISH MORTAL!

WITCH! I'LL *KILL* YOU!

MARSHA--! DON'T MAKE IT WORSE! JUST GO TAKE CARE OF YOUR MAN, OKAY?

VOLCANA'S MY FRIEND... AND FOR SOME REASON SHE LIKES THAT WIMPY RUNT!

I'M TIRED...HUNGRY! RIGHT NOW, I'M GOING TO EAT, CLEAN UP, AND GET SOME REST...

THEN, UNLESS HE'S ALL BETTER, I'M GOING TO TEAR YOUR LEG OFF AND STUFF IT DOWN YOUR THROAT!

NEARBY...

WHAT AM I GONNA *DO*? IF I CHANGE BACK TO HUMAN I'LL BLEED TO DEATH! BUT I CAN'T STAY STONE FOREVER! HOW AM I GONNA *EAT*?

MEBBE IF I JUST HOLD IT IN PLACE WHEN I CHANGE IT'LL BE OKAY-- BUT MAYBE NOT! MY ABSORBIN' POWER IS MAGIC! I DON'T EVEN KNOW HOW IT WORKS...

I GOTTA TRY IT! I AIN'T GOT A CHOICE!

YAAAHH!

I- IT WORKED! HURT LIKE THE DEVIL, BUT IT STUCK! MAN, IT'S *SORE!*

I FEEL LIKE I'M GONNA PUKE! BETTER LIE DOWN! YEAH...

AND, ELSEWHERE IN THE FORTRESS...

LOOK OUT! HE'S AWAKE! THE STASIS-RAY MUST'A WORE OFF!

RAAWRR!

YOU KILLED THE WASSSP!

WHY THE HECK DOES THIS STUPID FREAK *CARE* THAT WE GUNNED DOWN THE WASP?

JUST GET HIM *OFF* ME!

I RECKON I WILL!

NICE GOIN', PILEDRIVER! I'LL HIT THE SWITCH!

BWHAMM

YOU DO THAT, THUNDERBALL!

THAT'LL HOLD HIM! *THOR* COULDN'T BREAK OUT OF THAT CAGE!

IT BETTER HOLD HIM! THAT LIZARD'S *NUTS!*

RAAWWR!

LIZARD? IZARD, IZARD, IZARD...

MOMENTS LATER...

YOU GUYS GO AHEAD! I'LL CHOW DOWN LATER! I'M BEAT!

OKAY, 'DOZER!

THAT SCALY MANIAC DARN NEAR RIPPED MY THROAT OUT! WHATEVER DOOM WANTS HIM FOR, I HOPE IT'S WORTH IT! AND I HOPE IT'S PAINFUL!

HEY--! I FEEL A BREEZE! BUT THERE'S NO WINDOW IN THESE QUARTERS!

HUH? HOW'D *THAT* GET THERE?

UH-OH...

YEAH... "UH-OH" IS RIGHT, BULLDOZER!

I'M HERE TO DISCUSS A CERTAIN LITTLE MURDER!

SHE-HULK!

YOU AIN'T DISCUSSING NOTHIN' WITH NOBODY! I'M GONNA BUTT YOU RIGHT THROUGH THE BULKHEAD!

YEAH, I KNOW, YOU'RE REAL STRONG! YOU'D PROBABLY GIVE *SPIDER-MAN* A GOOD TUSSLE IN AN ARM WRESTLING MATCH--

--WHICH MEANS YOU'RE SMALL CHANGE TO ME!

NOW, I LIKE A *FAIR* FIGHT--

WHAM!

--BUT NOT THIS TIME!

THE *WASP* NEVER HAD A CHANCE EITHER, *DID* SHE?

DID SHE?!

HOLEE--! *GET HER!*

ELSEWHERE IN THE FORTRESS...

WHAT'S *THIS?!*

SOMEBODY WAS IN TOO MUCH OF A HURRY TO BOTHER WITH DOORS... SOMEBODY *STRONG!*

NO PROBLEM FOLLOWING THE *TRAIL...*

THAT NOISE UP AHEAD--! SOUNDS LIKE FIGHTING!

BUT IT LOOKS LIKE *SLAUGHTER!* WHOA--!

SHE-HULK!

NOT BAD! NOW THAT THE PRELIMINARIES ARE OUT OF THE WAY, YOU READY FOR THE MAIN EVENT?

YOU--! DOOM'S MUSCLE-WOMAN!

TITANIA! REMEMBER THAT NAME! YOU'LL BE USING IT SOON WHEN YOU'RE BEGGING FOR YOUR LIFE!

KRASH!

WHA-BOOM!

NAH!

OH, YOU'RE GOING TO LICK THE FLOOR FOR THAT! YOU'RE GOING TO KISS MY BOOTS, BABE--! JUST BEFORE YOU BUY IT!

WHSSSH!

THWAM!

ONLY *ONE* OF THEM? JUST THE SHE-HULK? FROM THE DIN, I'D ASSUMED THAT WE WERE UNDER ALL-OUT ATTACK!

YEAH, WELL THE WRECKING CREW LOOKS LIKE THEY BEEN THROUGH A GRAVEL CRUSHER! SHE MUST BE A ONE-DAME ARMY!

STAY BACK! SHE'S *MINE!*

WHAK!

B'DOOM!

SORRY, LEGS--! I'M IN THE MOOD TO CRACK ME AN AVENGER'S HEAD!

MEANWHILE, IN A CHAMBER FAR REMOVED, THE ENCHANTRESS SITS IN SULLEN REVERIE...

SO...THE ECHOING THUNDER OF BATTLE GIVES WAY TO DULL, RHYTHMIC THUDS FOLLOWED BY SHRIEKS OF AGONY! THEY ARE BLUDGEONING SOME WRETCHED FOOL TO DEATH!

PERHAPS IT WOULD BE AMUSING TO WATCH...

BAH! FIE UPON SUCH DULL SPORT! RATHER WOULD I STAY HERE AND THINK ABOUT MIGHTY THOR!

I'D THOUGHT HIM DEAD--! BUT HE LIVES, AND THUS, TOO, DO MY DREAMS OF SEDUCING HIM, CORRUPTING HIM--MOLDING HIM INTO A DARKLY MAJESTIC CONSORT FIT FOR THE QUEEN OF EVIL!

WITH HIM AT MY SIDE, ALL ASGARD WOULD BE AT MY FEET!

ALL THINGS SEEM POSSIBLE WHEN ENDLESS TOMORROWS LIE AHEAD!

BUT DO THEY? OR ARE WE DESTINED TO *PERISH* ALONG WITH THIS MORTAL RABBLE? EVEN THE LIVES OF GODS SEEM SO... FRAGILE HERE...

THAT NOISE--! THE MAIN GATE!

DOOM! WHAT HAPPENED TO YOU?!

MORTAL, YOU HAVE FORCIBLY LINKED OUR FATES TO YOUR OWN--! NOW *SPEAK!* I WOULD KNOW THE SIGNIFICANCE OF THIS! WHAT JEOPARDY HAVE YOU PLACED US IN? WHAT ARE OUR PLANS?

DO AS YOU WILL...

IT IS OVER...

FINISHED...

ELSEWHERE...

BEG! COME ON, GREENIE! LIKE A DOG! I WANT TO HEAR IT!

NOT THAT IT'LL DO YA ANY GOOD!

SHE AIN'T MOVIN'! SHE'S HAD IT! NOW WHAT?

KILL HER!

YEAH!

ALL TOGETHER, NOW...

AT THAT MOMENT, HUNDREDS OF MILES AWAY, A LONELY MAN WITH THE WEIGHT OF ALL CREATION UPON HIS SHOULDERS KEEPS A GRIM VIGIL...

HE'S APPARENTLY HAD THAT THING COMPLETED FOR HOURS! WHY DID HE JUST STAND THERE ALL THIS TIME? AND WHY NOW IS HE TINKERING WITH IT AGAIN?

HAS SOMETHING ABOUT THE PLANET CHANGED, REQUIRING ADJUSTMENTS? WHY DOESN'T HE JUST GET ON WITH IT AND PUT AN END TO THIS WAITING?

CAP?

IT'S ME, HAWKEYE...

I JUST WANTED TO TELL YOU... *SHE-HULK'S* MISSING!

NOBODY'S SEEN HER ALL DAY! I FIGURE WE ALL KNOW WHERE SHE WENT!

SHE CAN'T TAKE 'EM ALONE, CAP! SHE *NEEDS* US!

WE STAY HERE!

CAP, SHE'S MY *COUSIN!* PLEASE... JUST LET *ME* GO AFTER HER!

HULK, I WISH I COULD...

...BUT THE ANSWER IS...

...NO!

I DON'T SUPPOSE YOU'D CONSIDER PUTTING IT TO A VOTE?

MY HEART WOULD VOTE "YES" IN A MINUTE...

TOO MANY INNOCENT LIVES ARE AT STAKE HERE, THOUGH! MANY MORE THAN THE FEW PEOPLE ON THIS PLANET--WE'VE GOT A UNIVERSE DEPENDING ON WHAT WE DO HERE!

WE CAN'T ALLOW OURSELVES THE LUXURY OF MAKING DECISIONS WITH OUR HEARTS!

*MEANWHILE, IN THE VILLAGE NEARBY, THE WOUNDED X-MAN, **COLOSSUS**, LIMPS PAINFULLY THROUGH THE STREETS...*

I HAVE HAD ENOUGH LYING AROUND! I BEGIN TO FEEL GUILTY! LIKE A SHIRKER!

I WILL FIND ZSAJI! IF SHE WILL GIVE ME ONE MORE OF HER TREATMENTS, MAYBE THE PAIN WILL EASE ENOUGH SO I CAN WORK--AND PERHAPS *FIGHT* AGAIN!

THERE SHE IS--! COMING OUT OF THE HUT WHERE THE WASP'S BODY LIES AWAITING BURIAL AT DAWN... IF THERE IS A DAWN!

ZSAJI--! HOW MY HEART LEAPS JUST TO SEE HER! SHE IS SO BEAUTIFUL!

ZSAJI!

ZSAJI!

YOU ARE SO *PALE!* BARELY BREATHING! WHY?! WHAT HAS HAPPENED TO YOU?

JUST THEN, NOT FAR AWAY...

CAPTAIN AMERICA! THIS IS PROFESSOR CHARLES XAVIER! I AM SPEAKING TO YOU TELEPATHICALLY!

MY X-MEN AND MAGNETO ARE STATIONED ONLY A FEW MILES FROM YOUR POSITION! WE ARE READY, WILLING AND ABLE TO HELP!

IF YOU WISH, WE WILL TAKE UP YOUR VIGIL-- FREEING YOU TO DO WHAT YOU MUST!

WE SHALL COUNTERSTRIKE IMMEDIATELY SHOULD GALACTUS TAKE ACTION AGAINST THE PLANET IN YOUR ABSENCE--

--AND WE WILL HOLD FAST AGAINST HIM UNTIL YOU RETURN! THIS I PROMISE YOU!

PLEASE ACCEPT OUR OFFER!

IT'S A DEAL, XAVIER! THANKS!

LISTEN UP!

THE SITUATION HAS *CHANGED!* I'LL EXPLAIN LATER! FOR NOW--

--LET'S GO GET THOSE BUTCHERS!

TO BE CONTINUED--!

SON OF ULTRON